

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

February 20, 1992

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

2-055A008
17712
RECORDED
FEB 24 1992 - 10 20 AM
INTERSTATE COMMERCE COMMISSION

FEB 24 10 24 AM '92
RECORDED

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of February 6, 1992 a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Hampton Lumber Sales Co.
9400 S. W. Barnes Road, Suite 400
Portland, OR 97225

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 100-ton 73-foot center partition flatcars bearing marks and numbers CRLE 2800 through CRLE 2899, inclusive.

Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

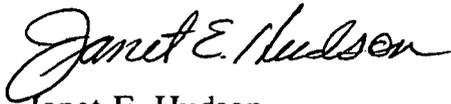
Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035. A short

Ms. Mildred Lee
February 20, 1992
Page 2

summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of February 6, 1992 between Greenbrier Leasing Corporation, Lessor, and Hampton Lumber Sales Co., Lessee, covering one hundred (100) 100-ton 73-foot center partition flatcars bearing marks and numbers CRLE 2800 through CRLE 2899, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission

Washington, D.C. 20423

2/24/92

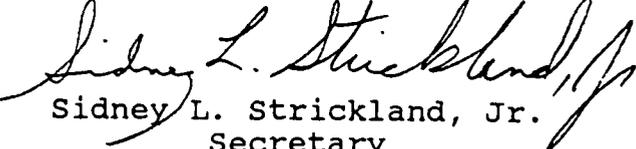
OFFICE OF THE SECRETARY

Janet E. Hudson
Administrative Assistant
The Greenbrier Companies
One Centerpointe Dr., Ste. 200
Lake Oswego, Oregon 97035

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/24/92 at 10:20AM, and assigned recordation number(s). 17712.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17712

FEB 24 1992

FEB 24 1992 -10 20 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
HAMPTON LUMBER SALES CO. ("LESSEE")

FEBRUARY 6, 1992

Memorandum of a Lease Agreement made and entered into as of February 6, 1992 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Hampton Lumber Sales Co., an Oregon corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 100-ton 73-foot center partition flatcars bearing marks and numbers CRLE 2800 through CRLE 2899, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: Norris M. Webb, R.P.

LESSEE: HAMPTON LUMBER SALES CO.

By: Mike Phillips

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 19th day of February, 1992, before me personally appeared Norris M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF OREGON)
) ss.
COUNTY OF Washington)

On this 12th day of February, 1992, before me personally appeared Mike Phillips, to me personally known, who being by me duly sworn, says that he is the President of Hampton Lumber Sales Co. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Victoria J. Shaylor
NOTARY PUBLIC

My commission expires: 9/03/92